

STATE OF NEW HAMPSHIRE

ARTICLES OF AGREEMENT

OF

MARSHFIELD, INC.

We, whose names are hereto subscribed, being persons of lawful age, do, by these Articles of Agreement, associate ourselves with the intention of forming a corporation according to the provisions of Chapter 294 of the Revised Statutes Annotated, and the acts in amendment thereof and in addition thereto.

Article 1. The name by which the corporation shall be known is Marshfield, Inc.

Article 2. The objects for which the Corporation is established and the nature of the business to be transacted by it are as follows:

To own, operate and maintain a hotel, inn, restaurant, motel and tavern and otherwise to cater to and serve the general public and other persons with food, liquors, and to provide entertainment in connection therewith, and to carry on a general hotel operating business within and without the State.

To purchase, construct, hold, own, use, lease, operate, convey, sell, mortgage, pledge, transfer, assign and otherwise acquire and dispose of property of all kinds, both real and personal, of every class and description, and any and all appurtenances thereto, and interests therein, or connected therewith, wherever the same may be situated.

To acquire by purchase, subscription, or otherwise, and to hold, sell, assign, transfer, exchange, mortgage, pledge or otherwise dispose of any shares of the capital stock and bonds and other evidences of indebtedness of any other corporation or corporations,

association or associations, domestic or foreign, engaged in any business in which this corporation may be authorized to engage, or the ownership of whose securities will be advantageous or convenient in the protection or promotion of the purposes or interests of this corporation; and while owner of any such bonds, stock or other obligations, to possess and exercise in respect thereto all the rights, powers and privileges of individual owners or holders thereof and to exercise all voting powers thereupon.

To aid in any manner any person, corporation or association, foreign or domestic, in which, or in the welfare of which, this corporation shall have any interest, and do any acts or things designed to protect, preserve, improve or enhance the value of the interest of this corporation therein, including without limiting the generality thereof, the right to guarantee or become surety for the obligation of said person, corporation or association, or the loaning to said person, corporation or association of property of any kind whatsoever.

Any and all of the foregoing objects may be carried on in the State of New Hampshire, in other states of the United States and in foreign countries.

IN FURTHERANCE AND NOT IN LIMITATION of the foregoing objects and powers this Corporation shall have all the general powers conferred by Chapter 294 of the Revised Statutes Annotated and all acts in amendment thereof or supplemental thereto, and all other powers necessary, desirable or incidental fully to effectuate its corporate objects.

Article 3. The location of the principal place of business of the Corporation is Summit of Mount Washington, in the County of Coos, State of New Hampshire.

Article 4. The total authorized capital stock is as follows:

One thousand (1,000) shares of common
stock with a par value of One Dollar
(\$1.00) per share.

No holder of shares of stock of any class of this corporation, whether now or hereafter authorized, shall have any pre-emptive or preferential rights of subscription or purchase in respect of any shares of any class of stock of this corporation or of warrants carrying rights to stock or securities convertible into stock of any class whatever whether now or hereafter authorized and whether issued for cash, property, services or otherwise, but any and all such shares of capital stock of any class or series or warrants carrying rights to stock or securities convertible into stock of any class whatever may in the discretion of the Board of Directors be offered and sold to the holders of any one or more classes of stock of the corporation to the exclusion of any other class or classes or may be issued and disposed of from time to time in such manner and to such persons, whether stockholders or not, and for such corporate purposes as may be determined by the Board of Directors and without first being offered to stockholders.

Article 5. The Officers and Directors of this Corporation, their several terms of office, mode of election, respective duties, and all other things appertaining thereto shall be as defined and established in By-Laws to be adopted by this Corporation.

Article 6. We hereby waive all requirements of the Revised Statutes Annotated for notice of the first meeting of the Incorporators.

of the Corporation above named, and appoint Friday, July 27, 1962, at eleven o'clock in the forenoon, at the office of McLane, Carleton, Graf, Greene & Brown, 40 Stark Street, Manchester, New Hampshire, as the time and place for holding said meeting.

The names and post office addresses of the Incorporators are as follows:

John Graf	40 Stark Street	Manchester, N. H.
Harriet E. Mansfield	40 Stark Street	Manchester, N. H.
Jack B. Middleton	40 Stark Street	Manchester, N. H.

IN WITNESS WHEREOF, we have hereunto set our hands
this 27th day of July, 1962.

Harriet E. Mansfield
John P. Graf
Jack B. Middleton

MARSHFIELD, INC.

First Meeting of Incorporators

The first meeting of the Incorporators above named was held at the office of McLane, Carleton, Graf, Greene & Brown, 40 Stark Street, Manchester, New Hampshire, on Friday, July 27, 1962, at eleven o'clock in the forenoon, notice of the time and place of holding said meeting having been waived by all the Incorporators in writing, as set out in the Articles of Agreement.

There were present:

Jack B. Middleton
John Graf
Harriet E. Mansfield

being all of said Incorporators.

John Graf called the meeting to order, stated the object thereof and presided.

Upon motion duly made and seconded, it was unanimously

VOTED: To proceed by ballot to the election of a
Chairman of the meeting.

A ballot was had and all the votes cast, namely three (3), were for the said John Graf of Manchester, who was thereupon declared to be duly elected Chairman of the meeting, and being already in the chair, continued to preside over the further proceedings of the meeting.

Upon motion duly made and seconded, it was unanimously

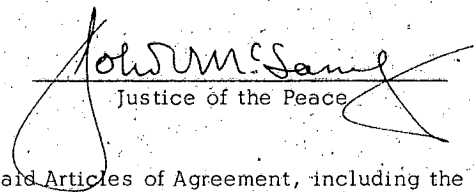
VOTED: To proceed by ballot to the election of
a Clerk pro tempore.

A ballot was had and all the votes cast, namely three (3), were for Jack B. Middleton of Manchester, who was thereupon declared to be duly elected Clerk pro tempore of the first meeting of the Incorporators of Marshfield, Inc., and being present thereupon accepted his election and entered upon the discharge of the duties of his office, after being first duly sworn as appears by the following original certificate:

STATE OF NEW HAMPSHIRE HILLSBOROUGH, SS. July 27, 1962

Then personally appeared Jack B. Middleton and made oath that he would faithfully and impartially perform the duties incumbent upon him as Clerk pro tempore of the first meeting of the Incorporators of Marshfield, Inc.

Before me,


Justice of the Peace

The original of the aforesaid Articles of Agreement, including the Waiver of Notice of the time and place for holding this meeting, was read and ordered to be filed with the record hereof.

Upon motion duly made and seconded, it was unanimously

VOTED: To organize a corporation according to the provisions of the aforesaid Articles of Agreement and the laws of the State of New Hampshire therein referred to.

Upon motion duly made and seconded, it was unanimously

VOTED: That the name of such corporation, the location of its principal place of business, the objects for which such corporation shall be established and the nature of the business to be transacted by it and the authorized Capital Stock thereof shall be as set forth in the aforesaid Articles of Agreement, as from time to time amended.

The By-Laws proposed for such corporation were then presented and read to the meeting, whereupon

Upon motion duly made and seconded, it was unanimously

VOTED: That the following By-Laws be and the same are hereby adopted as and for the By-Laws of such corporation, Article by Article as read:

Upon motion duly made and seconded, it was unanimously

VOTED: To adopt a plan to issue on or before July 15, 1964, One Thousand (1,000) shares of the authorized common stock of the corporation for money or property (other than stock or other securities) not exceeding One Hundred Thousand Dollars (\$100,000.) in aggregate, it being the intention of the incorporators that the stock issued pursuant to said plan shall qualify as "Section 1244 Stock" as defined in Section 1244 of the 1954 Internal Revenue Code, as amended.

Upon motion duly made and seconded, it was unanimously

VOTED: That One hundred (100) shares of the capital stock of the corporation be issued to Arthur Teague in consideration of the payment to it of One hundred Dollars (\$100.) in cash.

Upon motion duly made and seconded, it was unanimously

VOTED: That the directors of the corporation, be and they are hereby authorized and empowered to, issue Nine hundred (900) shares of the capital stock of the par value of One Dollar (\$1.00) in consideration of the payment to the corporation of Nine hundred Dollars (\$900.) in cash.

Upon motion duly made and seconded, it was unanimously

VOTED: To fix the number of Directors of such corporation at three (3) and proceed by written ballot to the election thereof.

A written ballot was had and all the votes cast, namely three

(3) were each for

Jack B. Middleton
John Graf
Harriet E. Mansfield

Upon motion duly made and seconded, it was unanimously

VOTED: To proceed by ballot to the election
of a President of the Corporation.

A ballot was had and all the votes cast, namely three (3), were each for John Graf who was thereupon declared to be duly elected President of such corporation to serve until the next Annual Meeting and until his successor shall be duly elected and qualified.

Upon motion duly made and seconded, it was unanimously

VOTED: To proceed by ballot to the election
of a Treasurer of the Corporation.

A ballot was had and all the votes cast, namely three (3), were each for Harriet E. Mansfield, who was thereupon declared to be duly elected Treasurer of such corporation to serve until the next Annual Meeting and until her successor shall be duly elected and qualified.

Upon motion duly made and seconded, it was unanimously

VOTED: To proceed by ballot to the election
of a Clerk of the corporation.

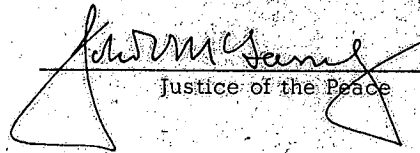
A ballot was had and all the votes cast, namely three (3), were each for Jack B. Middleton who was thereupon declared to be duly elected Clerk of such Corporation to serve until the next Annual Meeting and until his successor shall be duly elected and qualified. Mr. Middleton, being present, thereupon accepted his election and entered upon the discharge of the duties of his office after being first duly sworn as appears by the following original certificate:

STATE OF NEW HAMPSHIRE HILLSBOROUGH, SS. July 27, 1962

Then personally appeared Jack B. Middleton and made oath that he would faithfully and impartially perform the duties incumbent upon him as

Clerk of Marshfield, Inc. during the ensuing year and so long as he shall act in that capacity.

Before me,


Justice of the Peace

Upon motion duly made and seconded, it was unanimously

VOTED: That the Treasurer and a majority of the Board of Directors of such corporation faithfully make, sign and make oath to a Record of Organization in the form required by the laws of the State of New Hampshire, which shall be submitted to the Attorney General, or Assistant Attorney General, of said State for his examination and approval; and upon the endorsement thereon of the approval of said Attorney General, or Assistant Attorney General, as the case may be, the said Directors are hereby authorized, empowered and directed to pay the organization fee required by law and to file said record of organization in the office of the Secretary of State of the State of New Hampshire.

There being no further business to come before the meeting,

it was

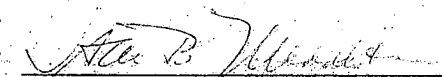
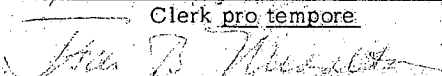
Upon motion duly made and seconded, unanimously

VOTED: To adjourn.

ADJOURNED SINE DIE.

A true record.

ATTEST:


Clerk pro tempore

Clerk

We, the undersigned, being the Treasurer and a majority of the Board of Directors elected at the organization meeting of Marshfield, Inc., as hereinbefore set forth, do hereby severally make oath that the foregoing is a true copy of the record of organization of said corporation and contains the original of the Articles of Agreement, the names and addresses of the officers and directors, the original record of the organization meeting, duly attested by the temporary clerk, and that the consideration for which stock with nominal or par value is to be issued in accordance with said votes is, to the best of our knowledge, information and belief, of actual value in money equal to the par value of the stock to be issued therefor.

Harriet E. Mansfield
Treasurer

Harriet E. Mansfield

Jack B. Middleton

State of New Hampshire
Hillsborough, ss.

July 27, 1962

Then personally appeared the above named Harriet E. Mansfield and Jack B. Middleton and made oath that the foregoing affidavit by them subscribed is true.

Before me,

Peter L. Lenz
Justice of the Peace

OFFICERS AND DIRECTORS

<u>Office</u>	<u>Name</u>	<u>Post Office Address</u>
President	John Graf	40 Stark Street Manchester, N. H.
Treasurer	Harriet E. Mansfield	40 Stark Street Manchester, N. H.
Clerk	Jack B. Middleton	40 Stark Street Manchester, N. H.
Board of Directors:	Jack B. Middleton	Same as above.
	John Graf	Same as above.
	Harriet E. Mansfield	Same as above.

.....The record of organization of
.....
.....Marshfield, Inc.
.....

having been submitted to me, I have examined the same and find that it conforms
to the provisions of the Business Corporation Law, and it is hereby approved.

Dated August 8, 1962

Alexander J. Kalinski
.....
Assistant Attorney General

STATE OF NEW HAMPSHIRE

OFFICE OF THE SECRETARY OF STATE

Filed for record this .. 8th ..
day of .. August .., 19 62,
at .. 11:55 A.M. o'clock

.....*T. Robert L. Stark*.....

SECRETARY OF STATE

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State of New Hampshire

Be it known that whereas

JOHN GRAF	MANCHESTER, NEW HAMPSHIRE
HARRIET E. MANSFIELD	MANCHESTER, NEW HAMPSHIRE
JACK B. MIDDLETON	MANCHESTER, NEW HAMPSHIRE

have associated themselves with the intention of forming a corporation under the name of
MARSHFIELD, INC.

for the purpose

to own, operate and maintain a hotel, inn, restaurant, motel and
tavern and otherwise to cater to and serve the general public and
other persons with food, liquors, and to provide entertainment in
connection therewith; and for other purposes as set forth in the

Articles of Agreement

with a capital stock consisting of

One thousand (1,000) shares of common stock with a par value of
One Dollar (\$1.00) per share; One thousand (1,000) shares of common
with \$1.00 par value authorized to be issued at this time

and have complied with the provisions of the statutes of this State in such case made and
provided as appears from the record of organization of said corporation duly approved by
the ~~XXXXXXXXXX~~ assistant attorney-general and recorded in this office; now therefore

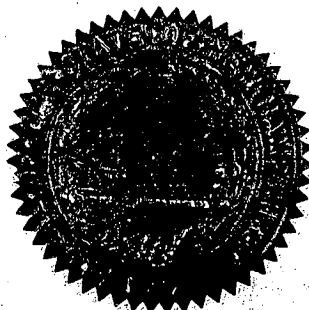
I, ROBERT L. STARK, Secretary of State of New Hampshire, do hereby certify
that said

JOHN GRAF	HARRIET E. MANSFIELD
JACK B. MIDDLETON	

their associates and successors, are legally organized and established as, and are hereby
made, an existing corporation under the name of

MARSHFIELD, INC.

with the powers, rights and privileges, and subject to the limitations, duties and restrictions,
which by law appertain thereto.



Witness my official signature hereunto subscribed and
the seal of the State of New Hampshire affixed, this
eighth day of August
in the year One thousand nine hundred
sixty-two.

Robert L. Stark
Secretary of State.